

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Proposed Counsel to the Debtors
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - - - - - - - - - - - X
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - - - - - - - - - - - X

**SUPPLEMENTAL ORDER PURSUANT TO BANKRUPTCY CODE
SECTIONS 105(a), 506(a), 507(a)(8), 541, AND 1129
AUTHORIZING THE DEBTORS TO PAY PREPETITION SALES, USE,
TRUST FUND AND OTHER TAXES AND RELATED OBLIGATIONS**

Upon the supplemental motion (the "Motion")¹ of
the Debtors for an order, pursuant to Bankruptcy Code

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

sections 105(a), 506(a), 507(a)(8), 541, and 1129 authorizing, but not directing, the Debtors to pay the Taxes to the appropriate Taxing Authorities; and the Court having entered the First Day Order, which authorized the Debtors to pay the Taxes up to \$22 million; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED, as modified herein.
2. The First Day Order shall remain in full force and effect.
3. The First Day Order shall be supplemented solely to authorize, but not direct, the Debtors to pay additional sales, use, trust fund and other taxes and

related obligations incurred prior to the Petition Date in an additional amount of approximately \$13 million; provided, however, that the Debtors shall provide the Committee with three business days advance notice of and an opportunity to review any proposed payments under this Order; provided, however, further, that the Debtors shall not be permitted to make any payments under this Order until the earlier of (i) the expiration of such three-day period without an objection from the Committee having been received by the Debtors, (ii) the Committee's consent, and (iii) further order of this Court.

4. All provisions of the First Day Order not inconsistent herewith are hereby incorporated by reference as if fully set forth herein.

5. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

Dated: Richmond, Virginia
December ___, 2008

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley